

CHAPMAN AND CUTLER LLP

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

San Francisco  
595 Market Street  
San Francisco, CA 94105  
(415) 541-0500

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

July 6, 2007

RECORDATION NO. 19518-N FILED

JUL 06 '07 -11 30 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: BNSF Railway Company  
Termination of Trust Indenture and Security Agreement (Santa Fe Trust No. 1995-1)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Trust Indenture and Security Agreement (Santa Fe Trust No. 1995-1) dated as of July 6, 2007, between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and The Bank of New York Trust Company, N.A. (successor to Harris Trust and Savings Bank), as indenture trustee (the "*Indenture Trustee*").

The enclosed document relates to the Trust Indenture and Security Agreement (Santa Fe Trust No. 1995-1), dated as of June 27, 1995, between the Owner Trustee and the Indenture Trustee which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on July 7, 1995 at 11:30 A.M. under recordation number 19518-A.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration  
(Santa Fe Trust No. 1995-1)

Indenture Trustee: The Bank of New York Trust Company, N.A.  
2 North LaSalle Street, Suite 1020  
Chicago, Illinois 60602  
Attention: Corporate Trust Administration  
(Santa Fe Trust No. 1995-1)

Law Offices of  
CHAPMAN AND CUTLER LLP

The equipment covered by the aforesaid Termination of Trust Indenture and Security Agreement consists of all railroad equipment previously on file and subject to the Trust Indenture and Security Agreement, as the same may have been supplemented, modified or amended.

A short summary of the document to appear in the index follows:

Termination of Trust Indenture and Security Agreement (Santa Fe Trust No. 1995-1) between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and The Bank of New York Trust Company, N.A. (successor to Harris Trust and Savings Bank), as indenture trustee, dated as of July 6, 2007.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson  
Michael D. Robson

Enclosures

JUL 06 '07 -11 30 AM

**TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT  
(SANTA FE TRUST NO. 1995-1)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of July 6, 2007 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and The Bank of New York Trust Company, N.A. (successor to Harris Trust and Savings Bank), a national banking association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Santa Fe Trust No. 1995-1) dated as of June 27, 1995 (as amended, supplemented or modified to date, the "*Indenture*") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture (or a memorandum thereof) was duly recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on July 7, 1995 at 11:30 A.M. under recordation number 19518-A. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. The Indenture is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.

3. This Termination of Trust Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_

Name:

Title:

**JAMES P. LAWLER**  
**Vice President**

Executed on this 20<sup>th</sup> day of June, 2007.

THE BANK OF NEW YORK TRUST COMPANY,  
N.A. (successor to Harris Trust and Savings Bank)

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2007.

THE BANK OF NEW YORK TRUST COMPANY,  
N.A. (successor to Harris Trust and Savings  
Bank)

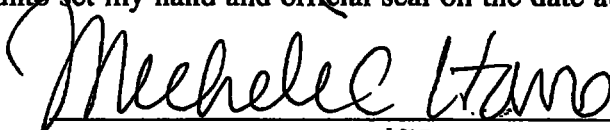
By  \_\_\_\_\_  
Name: BARTOLINI  
Title: VICE PRESIDENT

Executed on this 21<sup>st</sup> day of June, 2007.

STATE OF DELAWARE     )  
                                  ~~NEWCASTLE~~ SS.:  
COUNTY OF ~~WILMINGTON~~ )

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Jim Lawler vice President, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: MICHELE C. HARRA  
Notary Public Notary Public - State of Delaware  
My Commission Expires: My Comm. Expires May 17, 2010  
Residing in Delaware

STATE OF ILLINOIS     )  
                                  ) SS.:  
COUNTY OF COOK     )

On this, the \_\_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on June \_\_\_\_, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF DELAWARE       )  
                                      )  
COUNTY OF WILMINGTON   )       SS.:

On this, the \_\_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_\_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS       )  
                                      )  
COUNTY OF COOK       )       SS.:

On this, the 21<sup>st</sup> day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared J. BARTOLINI, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on June 21, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



T. Mosterd  
Name:  
Notary Public  
My Commission Expires: 1/22/09  
Residing in Chicago

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/2/07



\_\_\_\_\_  
Robert W. Alvord